**SEC** 



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who are to respond to the collection of information contained ot required to respond unless the form displays a currently

vally Civid control number.

### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

# **UNITED STATES** SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FEB 01 2005

FORM D

OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden hours per response.. . I

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

| SEC USE ONLY |         |        |  |  |  |  |  |
|--------------|---------|--------|--|--|--|--|--|
| Prefix       |         | Serial |  |  |  |  |  |
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| 1            |         |        |  |  |  |  |  |

| Name of Offering (check if this is an amendment and name has changed, and indicate chaptered first year commission plan for New York Life Agents who are accredited investors (2005 C | • ,                            |
|---|--------------------------------|
| Filing Under (Check box(es) that [] Rule 504 [] Rule 505 [x] Rule 506 [] Section apply):  | on 4(6) [] ULOE                |
| Type of Filing: [x] New Filing [ ] Amendment  |                                |
| A. BASIC IDENTIFICATION DATA  |                                |
| Enter the information requested about the issuer  |                                |
| Name of Issuer (check if this is an amendment and name has changed, and indiciate changed New York Life Insurance Company (the "Company")   | ange.)                         |
| (Including Area Code)   | elephone Number<br>2) 576-7000 |
| Address of Principal Business Operations (Number and Street, City, State, Zip Code) (Including Area Code) (if different from Executive Offices)  Same                                 | Telephone Number               |
| Brief Description of Business   |                                |

The Company is a mutual life insurance company.

| Type of Business Organiz [ ] corporation   | zation<br>[ ] limited partnership, alr   | eady formed | [ x] other (please specify):  |  |  |  |
|--|--|-------------|---|--|--|--|
| [ ] business trust   | [ ] limited partnership, to  | be formed   | NEW YORK MUTUAL LIFE INSURANCE COMPA  |  |  |  |
| Free Commence was a construction of the commence of the commen |  | Month Ye    | ar  |  |  |  |
|  | of Incorporation or Organization:<br>on or Organization: (Enter two-lette<br>CN for Canada; FN |             | ] * [x] Actual [ ] Estimated Service abbreviation for State: gn jurisdiction) [ N] [ Y ] * 1841 |  |  |  |

#### **GENERAL INSTRUCTIONS**

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

## A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more
    of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

| Check Box(es) that Apply:               | []      | Promoter      | []     | Beneficial<br>Owner | [X]   | Executive<br>Officer   | [X]   | Director [ ]   | General and/or<br>Managing<br>Partner |
|---|---------|---------------|--------|---------------------|---|--|---|--|---------------------------------------|
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| Business or Resi                        |         |               | -      |                     | t, City   | , State, Zip C   | Code)                                       |  |                                       |
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| Business or Res<br>51 Madison Aven      |         |               | -      |                     | t, City   | , State, Zip 0   | Code)                                       |  |                                       |
| Check Box(es) that Apply:               | []      | Promoter      | []     | Beneficial<br>Owner | [X]   | Executive<br>Officer   | []  | Director [ ]   | General and/or<br>Managing<br>Partner |
| Full Name (Last<br>Boccio, Frank M.     |         | first, if ind | lividu | ıal)                |   |  |   |  |                                       |
| Business or Res<br>51 Madison Ave       |         |               | -      |                     | et, City  | , State, Zip 0   | Code)                                       |  |                                       |
| Check Box(es) that Apply:               | []      | Promoter      | .[]    | Beneficial<br>Owner | [X]   | Executive<br>Officer   | []  | Director [ ]   | General and/or<br>Managing<br>Partner |
| Full Name (Last<br>Wendlandt, Gary      |         | first, if inc | lividu | ual)                |   |  |   |  |                                       |
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| Full Name (Last  <br>Warga, Thomas J. | name first, if individu  | ıal)  |  |  |                               |  |  |
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| Full Name (Last           | name first, if indivi                   | dual)                 |  |  |  |
| Business or Res           | idence Address (N                       | umber and Stre        | et, City, State, Zip Co  | de)  |  |
| Check Box(es) that Apply: | [] Promoter [                           | ] Beneficial<br>Owner | [ ] Executive<br>Officer   | [ ] Director [ ]   | General and/or<br>Managing<br>Partner  |
| Full Name (Last           | name first, if indivi                   | dual)                 | etanista (h. 1921). A seriente eta eta eta eta eta eta eta eta eta e   | and the second s | 100 to  |
| Business or Res           | idence Address (N                       | lumber and Stre       | eet, City, State, Zip Co   | ode)   |  |
| Check Box(es) that Apply: | [ ] Promoter [                          | ] Beneficial<br>Owner | [ ] Executive<br>Officer   | [ ] Director [ ]   | General and/or<br>Managing<br>Partner  |
| Full Name (Last           | name first, if indivi                   | dual)                 | er enemerkele er forstallige forstalle er en   | and an annual section of the section |  |
| Business or Res           | idence Address (N                       | lumber and Stre       | eet, City, State, Zip Co   | ode)   |  |

| Check Box(es) that Apply:   | [ ] Promoter [ ]   | Beneficial<br>Owner   |  | Executive<br>Officer   | [] D   | irector [ ]   | General and/or<br>Managing<br>Partner                      |
|---|--|---|--|--|--|---|--|
| Full Name (Last r   | name first, if individu  | ıal)  |  |  |  |   |  |
| Business or Resi  | dence Address (Nu  | mber and Stre   | et, City,                                    | State, Zip C   | ode)   |   |  |
| (Us   | e blank sheet, or o  | copy and use  | additio                                      | nal copies   | of this sh   | eet, as ned   | cessary.)  |
|   |  |   |  |  |  |   |  |
|   |  | B. INFORMA  | TION A                                       | BOUT OFFI  | ERING  |   |  |
| 1. Has the issue offering?  | r sold, or does the i  | ssuer intend to   | sell, to                                     | non-accred   | ited invest  | ors in this   | Yes No   |
|   | Answer als   | so in Appendix  | , Colum                                      | n 2, if filing L   | ınder ULO  | E.  |  |
| 2. What is the m  | inimum investment  | that will be acc  | cepted f                                     | rom any indi   | vidual?  |   | . \$ <u>!*</u>   |
| 3. Does the offe  | ring permit joint owr  | nership of a sin  | ngle unit                                    | ?  |  |   | Yes No   |
| directly or indire<br>connection with<br>person or agent<br>list the name of                                  | rmation requested for<br>ctly, any commission<br>sales of securities in<br>of a broker or dealer<br>the broker or dealer,<br>a broker or dealer, | n or similar rer<br>n the offering.<br>er registered w<br>r. If more than t | munerated If a persection the State five (5) | ion for solici<br>son to be list<br>SEC and/or v<br>persons to b   | tation of pleed is an as<br>with a state<br>e listed are | urchasers i<br>ssociated<br>e or states,<br>e associate | ed   |
| Full Name (Last   | name first, if individu  | ual)  |  |  |  |   |  |
| NYLIFE Securities Inc   | 1  |   |  | 01.4.7.6   |  |   |  |
|   | dence Address (Nu  |   | et, City,                                    | State, Zip C   | ,ode)  |   |  |
|   | Suite 200, New York, NY  |   | <del>-</del>                                 |  |  |   |  |
| Name of Associa   | ted Broker or Deale  | <del>)</del> [  |  |  |  |   |  |
|   | Person Listed Has Sates" or check ind  |   |  |  | asers  | ſ   | All States   |
| $\begin{array}{l} \text{[IL]} \times \text{[IN]} \times \\ \text{[MT]} \times \text{[NE]} \times \end{array}$ | [IA] 	imes [KS] 	imes [KY]  [NV] 	imes [NH]  | '] [LA] X[I   | ME] (<br>NY] × (                             |  | × [MI]<br>  (OH)   | $\times$ [MN]<br>$\times$ [OK]                          | [HI] × [ID]<br>[MS] [MO] ×<br>[OR] × [PA] ×<br>[WY] × [PR] |
| Full Name (Last   | name first, if individ   | ual)  |  | O DANG THE ORGANIZATION CONTRACTOR OF THE CONTRA |  | -   |  |
| Business or Res   | dence Address (Nu  | ımber and Stre  | et, City                                     | , State, Zip C   | Code)  |   |  |
| Name of Associa   | ited Broker or Deals   | <b>&gt;</b> Γ   |  |  | adir ann an an am an an an an Arab Maria                 | etuanuman angulukan da aka                              |  |
|   | Person Listed Has Sates" or check ind  |   | •  |  | asers  | ſ   | All States   |

<sup>\*</sup> Estimated solely for the purpose of preparing this form. Each participant may defer up to 100% of their first year commissions received from the Company. They may also transfer up to 100% of the balance of certain other accounts held by the Company.

| TA13     | 14141  | f A 71                                | (AD)                | [CA]                 | (00)                                    | (OT)                     | וחבז                    | 1001                   | TE 1.3        | (OA)                                  | F1 113           | rupa.          |
|----------|--|---------------------------------------|---------------------|----------------------|---|--------------------------|-------------------------|------------------------|---------------|---------------------------------------|------------------|----------------|
| [AL]     | [AK]   | [AZ]                                  | [AR]                | [CA]                 | [CO]                                    | [CT]                     | [DE]                    | [DC]                   | [FL]          | [GA]                                  | [HI]             | [ID]           |
|          | [IN]   | [IA]                                  | [KS]                | [KY]                 | [LA]                                    | [ME]                     | [MD]                    | [MA]                   | [MI]          | [MN]                                  | [MS]             | [MO]           |
| [MT]     | [NE]   | [NV]                                  | [NH]                | [NJ]                 | [MM]                                    | [NY]                     | [NC]                    | [ND]                   | [OH]          | [OK]                                  | [OR]             | [PA]           |
| [RI]     | [SC]   | [SD]                                  | [TN]                | [XT]                 | [UT]                                    | [VT]                     | [VA]                    | [WA]                   | [WV]          | [[[]]                                 | [WY]             | [PR]           |
| Full Na  | Full Name (Last name first, if individual)                               |                                       |                     |                      |   |                          |                         |                        |               |                                       |                  |                |
| Rucino   | ec or Po   | cidones                               | Addros              | s (Numb              | or and S                                | Stroot C                 | ity State               | Zin Co                 | do)           | · · · · · · · · · · · · · · · · · · · |                  |                |
| Dusine   | Business or Residence Address (Number and Street, City, State, Zip Code) |                                       |                     |                      |   |                          |                         |                        |               |                                       |                  |                |
| Name o   | of Assoc   | iated Br                              | oker or I           | Dealer               |   |                          |                         |                        |               |                                       |                  |                |
|          |  |                                       |                     |                      |   |                          | to Solicit              |                        | ers           |                                       |                  |                |
| (Chec    | k "All S   | States"                               | or chec             | k indivi             | idual St                                | ates)                    |                         | •                      |               | [ ]                                   | ] All St         | ates           |
| [AL]     | [AK]   | [AZ]                                  | [AR]                | [CA]                 | [CO]                                    | [CT]                     | [DE]                    | (DC)                   | [FL]          | [GA]                                  | [HI]             | [ID]           |
| [IL]     | [IN]   | [IA]                                  | [KS]                | [KY]                 | [LA]                                    | [ME]                     | [MD]                    | [MA]                   | [MI]          | [MN]                                  | [MS]             | [MO]           |
| [MT]     | [NE]   | [NV]                                  | [NH]                | [NJ]                 | [NM]                                    | [NY]                     | [NC]                    | [ND]                   | [OH]          | [OK]                                  | [OR]             | [PA]           |
| [RI]     | [SC]   | [SD]                                  | [TN]                | [XT]                 | [UT]                                    | [VT]                     | [VA]                    | [WA]                   | [WV]          | [WI]                                  | [WY]             | [PR]           |
| -        |  |                                       |                     |                      | و د د د د د د د د د د د د د د د د د د د |                          |                         |                        |               |                                       |                  |                |
|          | (  | Use bla                               | nk shee             | t, or co             | py and (                                | use addi                 | itional c               | opies of               | this she      | et, as ne                             | cessary          | <i>(</i> .)    |
|          |  | ;                                     |                     |                      |   |                          |                         |                        |               |                                       |                  |                |
|          |  |                                       |                     |                      |   |                          |                         |                        |               |                                       |                  |                |
| <u> </u> | C. C   | FFERI                                 | NG PRIC             | E, NUN               | MBER O                                  | F INVES                  | TORS, E                 | XPENS                  | ES AND        | USE OF F                              | PROCE            | EDS            |
| 4 5-4-   | - 61   |                                       |                     |                      |   |                          |                         | <del>10124 - 101</del> |               |                                       |                  |                |
| offering | er the ag  | gregate<br>e total a                  | orrering<br>mount a | price of<br>Iready s | securitie                               | es includ<br>er "O" if a | led in this<br>nswer is | "none"                 |               |                                       |                  |                |
| or "zer  | o." If the   | transac                               | ction is a          | n excha              | nge offe                                | ring, che                | ck this b               | ox " and               |               |                                       |                  |                |
|          | e in the o   |                                       |                     |                      | unts of th                              | ne securi                | ities offer             | red for                |               |                                       |                  |                |
| excilai  | ige and  | alleauy                               | excitati            | geu.                 |   |                          |                         |                        |               |                                       |                  |                |
|          |  |                                       |                     |                      |   |                          |                         |                        | Aggi          | regate                                | Amou             | nt Already     |
|          | ype of S   |                                       |                     |                      |   |                          |                         |                        | Offerir       | ng Price                              |                  | Sold           |
|          |  |                                       |                     |                      |   |                          | .,                      |                        | \$ N/A        |                                       | \$ N/A           |                |
| E        | quity  | · · · · · · · · · · · · · · · · · · · |                     |                      |   |                          |                         | •••                    | <b>\$</b> N/A |                                       | \$ <u>N/A</u>    |                |
| ^        |  |                                       |                     |                      | ] Pre                                   |                          |                         |                        | s N/A         |                                       | <b>s</b> N/A     |                |
|          |  |                                       |                     |                      |   |                          |                         |                        | \$ N/A        |                                       | \$ N/A           | <del></del>    |
|          |  |                                       |                     |                      |   |                          | sion Plan               |                        | \$ 35,00      | 00,000**                              | \$               | `              |
| ·        |  |                                       |                     |                      |   |                          |                         | <u>~</u>               | · -           | 00,000                                | \$               |                |
|          | Answer   | ralso in                              | Append              | ix, Colur            | mn 3, if f                              | iling und                | er ULOE                 |                        |               |                                       |                  |                |
|          |  |                                       |                     |                      |   |                          |                         |                        |               |                                       |                  |                |
|          |  |                                       |                     |                      |   |                          | nvestors                |                        |               |                                       |                  |                |
|          |  |                                       |                     |                      |   |                          | egate dol<br>04, indica |                        |               |                                       |                  |                |
| numbe    | er of pers   | sons wh                               | o have r            | ourchase             | ed secur                                | ities and                | The aggr                | egate                  |               |                                       |                  |                |
| dollar : | amount (   | of their                              | purchase            | es on the            | e total lin                             | es. Ente                 | r "0" if ar             | nswer is               |               |                                       |                  |                |
| "none"   | or "zero   | D."                                   |                     |                      |   |                          |                         |                        |               |                                       | Aggree           | nate           |
|          |  | 1                                     |                     |                      |   |                          |                         |                        |               |                                       | Aggrei<br>Dollar | gate<br>Amount |
|          |  |                                       |                     |                      |   |                          |                         |                        |               | Investors                             | of Pure          | chases         |
|          |  |                                       |                     |                      |   |                          |                         |                        | 144           |                                       | \$ 35.0          | <del></del>    |
| N        | ion-accri  |                                       | nvestors            |                      |   | ••••                     |                         |                        | N/_           |                                       | . Ψ <u></u>      | /A             |

<sup>\*\*</sup> Estimated solely for this form. Each participant may defer up to 100% of their first year commissions received from the Company. Each participant's election assumes a minimum compensation level of \$200,000 for the first year. Participants may also transfer up to 100% of the balance of certain other accounts held at the Company.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

| Type of offering   | Type of Security | Do<br>Sol     | llar Amount |
|--|------------------|---------------|-------------|
| Rule 505   | N/A              | \$            | N/A         |
|  | N/A              | `\$ <u> </u>  | N/A         |
| Regulation A Rule 504  | N/A              | \$            | N/A         |
| Total  | N/A              | \$_           | N/A         |
| issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and chec the box to the left of the estimate. | k                |               |             |
| Transfer Agent's Fees  | <b>[</b> x       | ] \$          | - 0 -       |
| Printing and Engraving Costs   |                  | j <b>\$</b> _ | - 0 -       |
| Legal Fees   |                  | \$_           | 10,000      |
| Accounting Fees  |                  | j <b>\$</b> _ | -0-***      |
| Engineering Fees   | <b>[</b> x       | ] \$ <u></u>  | - 0 -       |
| Sales Commissions (specify finders' fees separately)   | <b>i</b> x       | j \$_         | - 0 -       |

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

Total .....

34,990,000

- 0 -

10,000

[X] \$

[X] \$

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b

Other Expenses (identify) Operational expenses

| Purchase of real estate Purchase, rental or lea and equipment Construction or leasing Acquisition of other bus | sing and installation of machinery g of plant buildings and facilitiessinesses (including the value of |  |
|--|--|--|
| exchange for the asse  | this offering that may be used in<br>the sts or securities of another issuer                           |  |
| Repayment of indebted  | dness  |  |
| Working capital  | Deferred compensation for investment   |  |
| Other (specify):   | Deferred compensation for investment   |  |
|  |  |  |
| Column Totals  |  |  |
| Total Payments Listed  | (column totals added)  |  |

| Payments to Officers, Directors, & Affiliates  [x] \$ | Payments To<br>Others |   |
|---|-----------------------|---|
| [] \$0-   | _[X] \$ <u>-0-</u>    |   |
| [ <b>]</b> \$   | [7] \$ <u>-0-</u>     |   |
| [X] \$ <u>-0-</u>                                     | _P\$ \$               |   |
| [X] \$ <u>-0-</u>                                     | [ <b>*</b> \$         |   |
| [x] \$ <u>-0-</u>                                     | [X] <b>\$</b> 0-      |   |
| [X] \$  | [X] \$0-              |   |
| [x] \$ 34.990.0                                       | <u>00[X] \$0</u> _    |   |
| [ <sup>3</sup> ] \$                                   | <u> </u>              |   |
| [34,990,00  | 00 pg <b>\$</b>       | _ |
| [x] <b>\$</b> _3                                      | 34,990,000            |   |

All accounting expenses will be borne by the Company.

### D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

| Issuer (Print or Type)          | Signature / //                  | Date             |
|---------------------------------|---------------------------------|------------------|
| New York Life Insurance Company |                                 | January 11, 2005 |
| Name of Signer (Print or Type)  | Title of Signer (Print or Type) |                  |
| Gerard A. Rocchi                | Senior Vice President           |                  |

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

| E. STATE | SIGNATURE |
|----------|-----------|
|----------|-----------|

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

Yes No

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

| Issuer (Print or Type)          | Signature /               | Date                    |
|---------------------------------|---------------------------|-------------------------|
| New York Life Insurance Company |                           | January <u>1</u> , 2005 |
| Name of Signer (Print or Type)  | Title (Print or Type)     |                         |
| Gerard A. Rocchi                | <br>Senior Vice President |                         |

Instruction: